

BIG 5 SPORTING GOODS CORP
Form 4
August 07, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN G MICHAEL

2. Issuer Name and Ticker or Trading Symbol
BIG 5 SPORTING GOODS CORP [BGFV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BIG 5 SPORTING GOODS CORPORATION, 2525 EAST EL SEGUNDO BLVD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EL SEGUNDO, CA 90245

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 | 08/05/2013 | | M | 1,500 A | \$ 13 12,450 | D | |
| Common Stock, par value \$.01 | 08/05/2013 | | M | 750 A | \$ 8.26 13,200 | D | |
| Common Stock, par value \$.01 | 08/05/2013 | | S | 2,250 D | \$ 19.93 10,950 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 13 | 08/05/2013 | | M | 1,500 | (2) 06/09/2020 | Common Stock, par value \$0.01 | 1,500 |
| Employee Stock Option (right to buy) | \$ 8.26 | 08/05/2013 | | M | 750 | (3) 06/14/2021 | Common Stock, par value \$0.01 | 750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN G MICHAEL C/O BIG 5 SPORTING GOODS CORPORATION 2525 EAST EL SEGUNDO BLVD EL SEGUNDO, CA 90245 | X | | | |

Signatures

GARY S. MEADE,
ATTORNEY-IN-FACT

08/07/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents the weighted average sale price for multiple transactions at prices ranging from \$19.92 to \$19.93 per share. The undersigned
(1) undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

This option vests in four equal annual installments, with the first three vestings having occurred on June 9, 2011, June 9, 2012, and June
(2) 9, 2013. The subsequent vesting date is June 9, 2014. The exercise of this option with respect to 1,500 previously vested shares is being reported herein.

This option vests in four equal annual installments, with the first two vestings having occurred on June 14, 2012, and June 14, 2013. The
(3) subsequent vesting dates are June 14, 2014 and June 14, 2015. The exercise of this option with respect to 750 previously vested shares is being reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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